

RECORDATION NO. 26671-A FILED

DEC 1 '06 -3 06 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 1, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, dated as of November 29, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, RI 02901

Lessee: The Andersons, Inc.
480 W. Dussel Drive
Maumee, OH 43537

Mr. Vernon A. Williams
December 1, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

73 covered hopper railcars within the following series: AEX 6530 – 6555; AEX 8456 – 9876; and AEX 29869 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

Bank of America



One Financial Plaza
Providence, Rhode Island 02903-2305

RECORDATION NO.

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SURFACE TRANSPORTATION BOARD

FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD

On: _____

At: _____

And given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of November 29, 2006 by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Lessor") and The Andersons, Inc., an Ohio corporation ("Lessee"), as such agreement relates to Lease Schedule No. 15236-11500-037 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 73 Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: November 29, 2006

Lessor:

BANC OF AMERICA LEASING & CAPITAL, LLC,
SUCCESSOR-BY-MERGER TO FLEET
CAPITAL CORPORATION

By: Patricia Smith-Dieu

Name: Patricia Smith-Dieu

Title: Vice President

Lessee:

THE ANDERSONS, INC.

By: Nicholas C. Conrad

Name: Nicholas C. Conrad

Title: Assistant Treasurer

STATE OF: Rhode Island

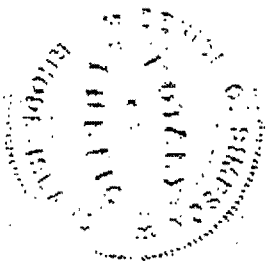
COUNTY OF: Providence

SS.

On December 1, 2016 before me, Denise C. Simpson
(Notary Name and Title)
personally appeared Patricia Smith-Davis personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Denise C. Simpson
(Notary Seal) 03/25/2010



STATE OF: OHIO

SS.

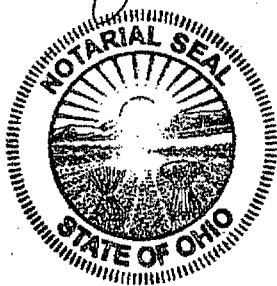
COUNTY OF: LUCAS

On December 1, 2006 before me, Judy A. Baldwin, Notary
(Notary Name and Title)

personally appeared Nicholas C. Conrad personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Judy A. Baldwin
(Notary Seal)



JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 02/01/2010

Bank of America



SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement dated November 29, 2006

with: **THE ANDERSONS, INC.**

Qty	Description
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Equipment is initially located at: Various locations throughout the United States ☐

73 1975-1981 Plastic Pellet covered hopper cars. Non-pressured gates, lined, 263-268 GWR

Car Mark	Car #	Car Mark	Car #	Car Mark	Car #
AEX	6530	AEX	9836	AEX	9871
AEX	6531	AEX	9837	AEX	9872
AEX	6532	AEX	9838	AEX	9873
AEX	6533	AEX	9839	AEX	9874
AEX	6535	AEX	9840	AEX	9875
AEX	6536	AEX	9841	AEX	9876
AEX	6537	AEX	9842	AEX	29869
AEX	6539	AEX	9843		
AEX	6540	AEX	9844		
AEX	6541	AEX	9845		
AEX	6542	AEX	9846		
AEX	6543	AEX	9847		
AEX	6544	AEX	9848		
AEX	6545	AEX	9849		
AEX	6546	AEX	9850		
AEX	6547	AEX	9851		
AEX	6548	AEX	9852		
AEX	6551	AEX	9853		
AEX	6552	AEX	9854		
AEX	6553	AEX	9855		
AEX	6555	AEX	9856		
AEX	8456	AEX	9857		
AEX	8462	AEX	9858		
AEX	9826	AEX	9859		
AEX	9827	AEX	9860		
AEX	9828	AEX	9861		
AEX	9829	AEX	9862		
AEX	9830	AEX	9863		
AEX	9831	AEX	9864		
AEX	9832	AEX	9865		
AEX	9833	AEX	9867		
AEX	9834	AEX	9868		
AEX	9835	AEX	9870		

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

**BANC OF AMERICA LEASING & CAPITAL, LLC,
SUCCESSOR-BY-MERGER TO FLEET
CAPITAL CORPORATION**

THE ANDERSONS, INC.

By: _____
Name: _____
Title: _____


By: Nicholas C. Conrad
Name: Nicholas C. Conrad
Title: Assistant Treasurer

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/1/06



Robert W. Alvord